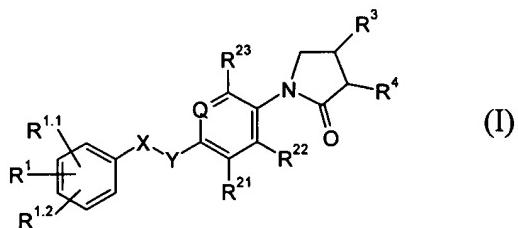


**CLAIM AMENDMENTS**

1. (Original) A compound of the formula I



wherein

Q is =N- or =C(R<sup>24</sup>)-;

X-Y is -CH<sub>2</sub>-CH<sub>2</sub>-, -CH=CH- or -CH<sub>2</sub>-O-;

R<sup>1</sup>, R<sup>1.1</sup> and R<sup>1.2</sup> independently from each other are selected from the group consisting of hydrogen, halogen, halogen-(C<sub>1</sub>-C<sub>6</sub>)-alkyl, cyano, (C<sub>1</sub>-C<sub>6</sub>)-alkoxy or halogen-(C<sub>1</sub>-C<sub>6</sub>)-alkoxy;

R<sup>21</sup>, R<sup>22</sup> and R<sup>23</sup> independently from each other are selected from the group consisting of hydrogen and halogen;

R<sup>24</sup> is hydrogen, halogen or methyl;

R<sup>3</sup> is -NHR<sup>6</sup>;

R<sup>4</sup> is hydrogen; and

R<sup>6</sup> is -C(O)H, -C(O)-(C<sub>1</sub>-C<sub>3</sub>)-alkyl, C(O)-halogen-(C<sub>1</sub>-C<sub>3</sub>)alkyl, -C(O)O(C<sub>1</sub>-C<sub>3</sub>)-alkyl, -C(O)NH<sub>2</sub> or -SO<sub>2</sub>-(C<sub>1</sub>-C<sub>3</sub>)-alkyl;

or an individual isomer or racemic or non-racemic mixture thereof.

2. (Original) A compound of claim 1 wherein Q is =C(R<sup>24</sup>)-.

3. (Original) A compound of claim 2 wherein R<sup>24</sup> is hydrogen; X-Y is -CH<sub>2</sub>-O-; R<sup>1.1</sup> and R<sup>1.2</sup> are hydrogen; R<sup>1</sup> is hydrogen or halogen; R<sup>21</sup>, R<sup>22</sup>, and R<sup>23</sup> are hydrogen; R<sup>4</sup> is hydrogen, and R<sup>3</sup> is NHR<sup>6</sup>.
4. (Original) A compound of claim 3 wherein R<sup>6</sup> is COOH, C(O)CH<sub>3</sub>, C(O)CH<sub>2</sub>F, C(O)CHF<sub>2</sub>, C(O)CF<sub>3</sub>, C(O)OCH<sub>3</sub>, C(O)NH<sub>2</sub>, or SO<sub>2</sub>CH<sub>3</sub>.
5. (Original) A compound of claim 1 wherein Q is =CH-, =CF-, or =C(CH<sub>3</sub>)-.
6. (Original) A compound of claim 1 wherein Q is =N-.
7. (Original) A compound of claim 1 wherein X-Y is -CH<sub>2</sub>-O-.
8. (Original) A compound of claim 1 wherein X-Y is -CH<sub>2</sub>-CH<sub>2</sub>- or -CH=CH-.
9. (Original) A compound of claim 1 wherein R<sup>1</sup>, R<sup>1.1</sup>, and R<sup>1.2</sup> independently are selected from the group consisting of hydrogen, halogen, cyano, methyl, halogenmethyl, methoxy or halogenmethoxy.
10. (Original) A compound of claim 1 wherein R<sup>1</sup>, R<sup>1.1</sup>, and R<sup>1.2</sup> are halogen.
11. (Original) A compound of claim 10 wherein R<sup>1</sup>, R<sup>1.1</sup>, and R<sup>1.2</sup> are fluoro.
12. (Original) A compound of claim 11 wherein R<sup>1</sup>, R<sup>1.1</sup>, and R<sup>1.2</sup> are 2,4,6-trifluoro, 2,4,5-trifluoro, 2,3,6-trifluoro, 2,3,4-trifluoro, or 3,4,5-trifluoro.

13. (Original) A compound of claim 1 wherein R<sup>1.2</sup> is hydrogen and R<sup>1</sup> and R<sup>1.1</sup> independently from each other are selected from the group consisting of hydrogen, halogen, cyano, (C<sub>1</sub>-C<sub>6</sub>)-alkyl, halogen-(C<sub>1</sub>-C<sub>6</sub>)-alkyl, (C<sub>1</sub>-C<sub>6</sub>)-alkoxy or halogen-(C<sub>1</sub>-C<sub>6</sub>)-alkoxy.

14. (Original) A compound of claim 13 wherein R<sup>1</sup> and R<sup>1.1</sup> independently are halogen or (C<sub>1</sub>-C<sub>6</sub>)-alkyl.

15. (Original) A compound of claim 14 wherein R<sup>1.1</sup> is halogen and R<sup>1</sup> is halogen or (C<sub>1</sub>-C<sub>6</sub>)-alkyl.

16. (Original) A compound of claim 1 wherein R<sup>1</sup>, R<sup>1.1</sup> and R<sup>1.2</sup> are hydrogen.

17. (Original) A compound of claim 1 wherein R<sup>1.1</sup> and R<sup>1.2</sup> are hydrogen and R<sup>1</sup> is selected from the group consisting of hydrogen, halogen, cyano, (C<sub>1</sub>-C<sub>6</sub>)-alkyl, halogen-(C<sub>1</sub>-C<sub>6</sub>)-alkyl, (C<sub>1</sub>-C<sub>6</sub>)-alkoxy or halogen-(C<sub>1</sub>-C<sub>6</sub>)-alkoxy.

18. (Original) A compound of claim 17 wherein R<sup>1</sup> is halogen or (C<sub>1</sub>-C<sub>6</sub>)-alkyl.

19. (Original) A compound of claim 17 wherein R<sup>1</sup> is selected from the group consisting of hydrogen, halogen, cyano, methyl, halogenmethyl, methoxy or halogenmethoxy.

20 (Original) A compound of claim 19 wherein R<sup>1</sup> is halogenmethoxy.

21. (Original) A compound of claim 20 wherein R<sup>1</sup> is 3-trifluoromethoxy.

22. (Original) A compound of claim 19 wherein R<sup>1</sup> is fluoro.
23. (Original) A compound of claim 22 wherein R<sup>1</sup> is 3-fluoro or 4-fluoro.
24. (Original) A compound of claim 19 wherein R<sup>1</sup> is methyl.
25. (Original) A compound of claim 24 wherein R<sup>1</sup> is 4-methyl.
26. (Original) A compound of claim 19 wherein R<sup>1</sup> is chloro.
27. (Original) A compound of claim 26 wherein R<sup>1</sup> is 3-chloro.
28. (Original) A compound of claim 19 wherein R<sup>1</sup> is CN.
29. (Original) A compound of claim 19 wherein R<sup>1</sup> is halogenmethyl.
30. (Original) A compound of claim 29 wherein R<sup>1</sup> is 3-trifluoromethyl.
31. (Original) A compound of claim 19 wherein R<sup>1</sup> is methoxy.
32. (Original) A compound of claim 31 wherein R<sup>1</sup> is 2-methoxy, 3-methoxy, or 4-methoxy.
33. (Original) A compound of claim 1 wherein R<sup>21</sup>, R<sup>22</sup> and R<sup>23</sup> are hydrogen.

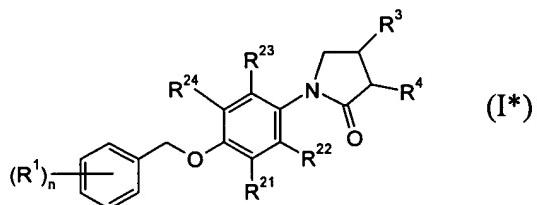
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34. (Original) A compound of claim 1 wherein R<sup>24</sup> is hydrogen.

35. (Original) A compound of claim 1 wherein R<sup>3</sup> is -NHR<sup>6</sup> wherein R<sup>6</sup> is -C(O)H, -C(O)-CH<sub>3</sub>, -C(O)-CH<sub>2</sub>F, -C(O)-CHF<sub>2</sub>, -C(O)-CF<sub>3</sub>, -C(O)O-CH<sub>3</sub>, -C(O)-NH<sub>2</sub> or -SO<sub>2</sub>-CH<sub>3</sub>.

36. (Original) A compound of claim 1 wherein the compound has (S)-configuration.

37. (Original) A compound of the formula I\*



wherein

R<sup>1</sup> is halogen, halogen-(C<sub>1</sub>-C<sub>6</sub>)-alkyl, cyano, (C<sub>1</sub>-C<sub>6</sub>)-alkoxy or halogen-(C<sub>1</sub>-C<sub>6</sub>)-alkoxy; R<sup>21</sup>, R<sup>22</sup>, R<sup>23</sup> and R<sup>24</sup> independently from each other are selected from the group consisting of hydrogen and halogen;

R<sup>3</sup> is -NHR<sup>6</sup>;

R<sup>4</sup> is hydrogen;

R<sup>6</sup> is -CO-(C<sub>1</sub>-C<sub>3</sub>)-alkyl or -SO<sub>2</sub>-(C<sub>1</sub>-C<sub>3</sub>)-alkyl; and

n is 0, 1, 2 or 3;

or an individual isomer or a racemic or non-racemic mixture thereof.

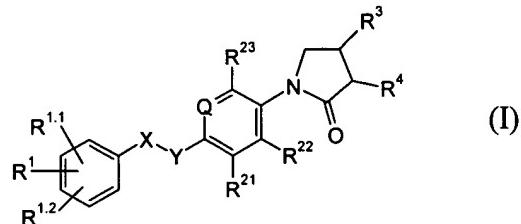
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38. (Original) A compound of claim 37 wherein R<sup>3</sup> is NHR<sup>6</sup>; R<sup>6</sup> is -CO-(C<sub>1</sub>-C<sub>6</sub>)-alkyl or -SO<sub>2</sub>-(C<sub>1</sub>-C<sub>6</sub>)-alkyl; and R<sup>4</sup> is hydrogen.
39. (Original) A compound of claim 37 wherein n is 1 or 2.
40. (Original) A compound of claim 37 wherein n is 0 or 1.
41. (Original) A compound of claim 37 wherein n is 1.
42. (Original) A compound of claim 37 wherein R<sup>1</sup> is halogen or halogen-(C<sub>1</sub>-C<sub>6</sub>)-alkyl.
43. (Original) A compound of claim 42 wherein R<sup>1</sup> is fluoro, chloro, or trifluoromethyl.
44. (Original) A compound selected from the group consisting of (RS)-N-{1-[4-(3-fluoro-benzyloxy)-phenyl]-5-oxo-pyrrolidin-3-yl}-acetamide, (S)-N-{1-[4-(3-fluoro-benzyloxy)-phenyl]-5-oxo-pyrrolidin-3-yl}-acetamide, (R)-N-{1-[4-(3-fluoro-benzyloxy)-phenyl]-5-oxo-pyrrolidin-3-yl}-acetamide, (RS)-N-{1-[4-(3-fluoro-benzyloxy)-phenyl]-5-oxo-pyrrolidin-3-yl}-formamide, (S)-N-{1-[4-(3-fluoro-benzyloxy)-phenyl]-5-oxo-pyrrolidin-3-yl}-formamide, (R)-N-{1-[4-(3-fluoro-benzyloxy)-phenyl]-5-oxo-pyrrolidin-3-yl}-formamide, (RS)-{1-[4-(3-fluoro-benzyloxy)-phenyl]-5-oxo-pyrrolidin-3-yl}-carbamic acid methyl ester, (RS)-{1-[4-(3-fluoro-benzyloxy)-phenyl]-5-oxo-pyrrolidin-3-yl}-urea, and (RS)-N-{1-[4-(3-fluoro-benzyloxy)-phenyl]-5-oxo-pyrrolidin-3-yl}-methanesulfonamide.

45. (Original) A compound selected from the group consisting of  
(S)-2-fluoro-N-{1-[4-(3-fluoro-benzyloxy)-phenyl]-5-oxo-pyrrolidin-3-yl}-acetamide,  
(S)-2,2-difluoro-N-{1-[4-(3-fluoro-benzyloxy)-phenyl]-5-oxo-pyrrolidin-3-yl}-acetamide,  
(S)-2,2,2-trifluoro-N-{1-[4-(3-fluoro-benzyloxy)-phenyl]-5-oxo-pyrrolidin-3-yl}-acetamide,  
(RS)-N-{1-[4-(4-fluoro-benzyloxy)-phenyl]-5-oxo-pyrrolidin-3-yl}-acetamide,  
(R)-N-{1-[4-(4-fluoro-benzyloxy)-phenyl]-5-oxo-pyrrolidin-3-yl}-acetamide,  
(S)-N-{1-[4-(4-fluoro-benzyloxy)-phenyl]-5-oxo-pyrrolidin-3-yl}-acetamide,  
(RS)-N-{1-[4-(4-fluoro-benzyloxy)-phenyl]-5-oxo-pyrrolidin-3-yl}-formamide,  
(RS)-N-[1-(4-benzyloxy-phenyl)-5-oxo-pyrrolidin-3-yl]-acetamide, and  
(RS)-N-{1-[4-(2-fluoro-benzyloxy-phenyl]-5-oxo-pyrrolidin-3-yl}-acetamide.

46. (Original) A compound selected from the group consisting of  
(RS)-(E)-N-(1-{4-[2-(3-fluoro-phenyl)-vinyl]-phenyl}-5-oxo-pyrrolidin-3-yl)-acetamide,  
(RS)-N-(1-{4-[2-(3-fluoro-phenyl)-ethyl]-phenyl}-5-oxo-pyrrolidin-3-yl)-acetamide,  
(RS)-N-{1-[6-(4-fluoro-benzyloxy)-pyridin-3-yl]-5-oxo-pyrrolidin-3-yl}-acetamide,  
(S)-N-{1-[4-(3-chloro-benzyloxy)-phenyl]-5-oxo-pyrrolidin-3-yl}-acetamide,  
(S)-N-{1-[4-(2,6-difluoro-benzyloxy)-phenyl]-5-oxo-pyrrolidin-3-yl}-acetamide,  
(S)-N-{5-oxo-1-[4-(2,4,6-trifluoro-benzyloxy)-phenyl]-pyrrolidin-3-yl}-acetamide,  
(S)-N-{1-[4-(3-methoxy-benzyloxy)-phenyl]-5-oxo-pyrrolidin-3-yl}-acetamide,  
(S)-N-{5-oxo-1-[4-(4-trifluoromethyl-benzyloxy)-phenyl]-pyrrolidin-3-yl}-acetamide,  
(S)-N-{1-[4-(4-methyl-benzyloxy)-phenyl]-5-oxo-pyrrolidin-3-yl}-acetamide, and  
(S)-N-{1-[4-(3-cyano-benzyloxy)-phenyl]-5-oxo-pyrrolidin-3-yl}-acetamide.

47. (Original) A composition comprising a compound of formula I



wherein

Q is =N- or =C(R<sup>24</sup>)-;

X-Y is -CH<sub>2</sub>-CH<sub>2</sub>-, -CH=CH- or -CH<sub>2</sub>-O-;

R<sup>1</sup>, R<sup>1.1</sup> and R<sup>1.2</sup> independently from each other are selected from the group consisting of hydrogen, halogen, halogen-(C<sub>1</sub>-C<sub>6</sub>)-alkyl, cyano, (C<sub>1</sub>-C<sub>6</sub>)-alkoxy or halogen-(C<sub>1</sub>-C<sub>6</sub>)-alkoxy;

R<sup>21</sup>, R<sup>22</sup> and R<sup>23</sup> independently from each other are selected from the group consisting of hydrogen and halogen;

R<sup>24</sup> is hydrogen, halogen or methyl;

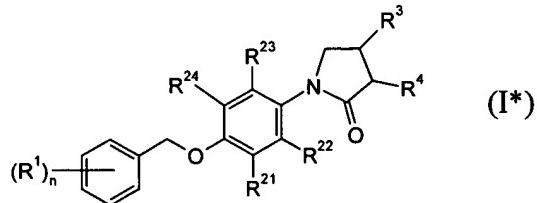
R<sup>3</sup> is -NHR<sup>6</sup>;

R<sup>4</sup> is hydrogen; and

R<sup>6</sup> is -C(O)H, -C(O)-(C<sub>1</sub>-C<sub>3</sub>)-alkyl, C(O)-halogen-(C<sub>1</sub>-C<sub>3</sub>)alkyl, -C(O)O(C<sub>1</sub>-C<sub>3</sub>)-alkyl, -C(O)NH<sub>2</sub> or -SO<sub>2</sub>-(C<sub>1</sub>-C<sub>3</sub>)-alkyl;

or an individual isomer or racemic or non-racemic mixture thereof, and a pharmaceutically acceptable carrier.

48. (Original) A composition comprising a compound of formula I\*



wherein

R<sup>1</sup> is halogen, halogen-(C<sub>1</sub>-C<sub>6</sub>)-alkyl, cyano, (C<sub>1</sub>-C<sub>6</sub>)-alkoxy or halogen-(C<sub>1</sub>-C<sub>6</sub>)-alkoxy;  
R<sup>21</sup>, R<sup>22</sup>, R<sup>23</sup> and R<sup>24</sup> independently from each other are selected from the group consisting of

hydrogen and halogen;

R<sup>3</sup> is -NHR<sup>6</sup>;

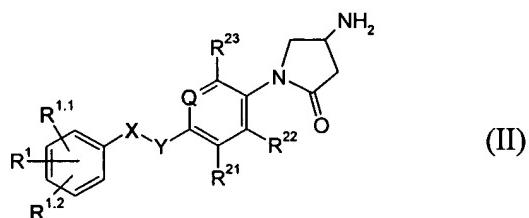
R<sup>4</sup> is hydrogen;

R<sup>6</sup> is -CO-(C<sub>1</sub>-C<sub>3</sub>)-alkyl or -SO<sub>2</sub>-(C<sub>1</sub>-C<sub>3</sub>)-alkyl; and

n is 0, 1, 2 or 3;

or an individual isomer or racemic or non-racemic mixture thereof, and a pharmaceutically acceptable carrier.

49. (Original) A process for the preparation of compounds of formula I according to claim 1 comprising reacting a compound of formula II



with an isocyanate or an acyl donating agent of formula Z-C(O)-(C<sub>1</sub>-C<sub>3</sub>)-alkyl, Z-C(O)-halogen-(C<sub>1</sub>-C<sub>3</sub>)alkyl, Z-C(O)O(C<sub>1</sub>-C<sub>3</sub>)-alkyl, or Z-SO<sub>2</sub>-(C<sub>1</sub>-C<sub>3</sub>)-alkyl wherein Z is an activating group.

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50. (Original) A method for the treatment of Alzheimer's disease comprising administering to an individual a therapeutically effective amount of a compound of claim 1.

51. (Original) A method for the treatment of senile dementia comprising administering to an individual a therapeutically effective amount of a compound of claim 1.